

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

DEC 12 2001



A handwritten signature in black ink, appearing to read "J. Leubke", followed by a long horizontal line.

Special Deputy Secretary of State

CERTIFICATE OF MERGER

of

MOBIL FOUNDATION, INC.

and

EXXONMOBIL FOUNDATION

into

EXXONMOBIL FOUNDATION

Under Section 906 of the New York Not-for-Profit Corporation Law

MOBIL FOUNDATION, INC., organized under the New York Not-for-Profit Corporation Law (the "Merging Corporation"), and EXXONMOBIL FOUNDATION, organized under the New Jersey Nonprofit Corporation Act (the "Surviving Corporation"), in order to effect a merger (the "Merger") of the Merging Corporation with and into the Surviving Corporation pursuant to Section 906 of the New York Not-for-Profit Corporation Law (the "NY-NPCL"), do hereby certify as follows:

FIRST: Pursuant to Sections 902 and 903 of the NY-NPCL, the directors and members of the Merging Corporation and the trustees and members of the Surviving Corporation have duly adopted a plan of merger setting forth the terms and conditions of the Merger (the "Plan of Merger").

SECOND: The names of the entities proposing to merge are MOBIL FOUNDATION, INC., the Merging Corporation, and EXXONMOBIL FOUNDATION, the Surviving Corporation. The Merging Corporation was organized under the laws of the State of New York on April 28, 1965, and its name has remained unchanged since said date. The Surviving Corporation was organized under the laws of the State of New Jersey on October 3, 1955 under the name ESSO EDUCATION FOUNDATION, which name was changed to EXXON EDUCATION FOUNDATION by an amendment to the Certificate of Incorporation dated December 19, 1972, which name was further changed to EXXONMOBIL FOUNDATION by an amendment to the Certificate of Incorporation dated December 1, 1999.

THIRD: The members of the Merging Corporation are all of the members of the board of directors of EXXON MOBIL CORPORATION. The members of the Surviving Corporation are all of the members of the board of directors of EXXON MOBIL CORPORATION. Accordingly, upon election of an individual as a director of EXXON MOBIL CORPORATION, such individual becomes a member of both the Merging Corporation and the Surviving Corporation. At the Effective Time of the merger, all of the memberships in the Merging Corporation shall be transferred to and become memberships in the Surviving Corporation.

FOURTH: No application by the Surviving Corporation for the authority to conduct activities in the State of New York has been filed with the Department of State, and the Surviving Corporation will not conduct activities in the State of New York until such an application for authority shall have been filed with and accepted by such Department.

FIFTH: The Surviving Corporation agrees to be served with process in the State of New York after the Effective Time in any action or special proceeding for enforcement of any liability or obligation of the Merging Corporation previously amenable to suit in the State of New York, and agrees that it may be sued in the State of New York in respect of any property transferred or conveyed to it as provided in paragraph (c) of section 907 of the NY-NPCL, or the use made of such property, or any transaction in connection therewith.

SIXTH: The Surviving Corporation irrevocably designates the Secretary of State of the State of New York as its agent upon whom process may be served in any action or special proceeding described in Paragraph Fifth herein, and the Secretary of State of the State of New York is authorized to mail a copy of the process in such proceeding to ExxonMobil Foundation, 5959 Las Colinas Boulevard, TX 75039.

Irving

SEVENTH: No amendments or changes to the certificate of incorporation or by-laws of the Surviving Corporation shall be effected as a result of the Merger.

EIGHTH: The Merger was authorized with respect to the Merging Corporation in the following manner: The Plan of Merger was adopted by the board of directors of the Merging Corporation, acting by a written resolution in lieu of a meeting dated May 14, 2001, and signed by all of the directors in accordance with Sections 708(b) and 902 of the NY-NPCL. Said resolution and all of the directors' consents were filed with the minutes of the proceedings of board. The board of directors of the Merging Corporation, in accordance with Section 903 of the NY-NPCL, submitted the Plan of Merger for approval by the members of the Merging Corporation at a special meeting of members held on May 30, 2001. Notice of said special meeting was given to each member of the Merging Corporation, and the Plan of Merger accompanied said notice. At said special meeting, 17 members, representing all of the members of the Merging Corporation, were present and entitled to vote on the Plan of Merger, 17 of such members voted for said Plan and no members voted against it.

NINTH: The Merger is permitted by the laws of the State of New Jersey, the jurisdiction of the Surviving Corporation, and is in compliance therewith. The Plan of Merger was approved and adopted by the trustees of the Surviving Corporation, acting by a written consent to action in lieu of a meeting dated May 14, 2001, and signed by all of the trustees in accordance with Section 15A:10-1 and 15A:10-4 of the New Jersey Nonprofit Corporation Act ("NJ-NCA"). The board of trustees of the Surviving Corporation, in accordance with Section 15A:10-4 of the NJ-NCA, submitted the Plan of Merger for approval by the members of the Surviving Corporation at the annual meeting held on May 30, 2001. At said annual meeting, 17 members, representing all of the members of the Surviving Corporation, were present and entitled to vote on the Plan of Merger, 17 of such members voted for said Plan of and no members voted against it.

TENTH: The effective date of the Merger shall be December 10, 2001, or such later date as the Department of State of the State of New York shall file this Certificate of Merger (the "Effective Time").

ELEVENTH: The Plan of Merger is on file at the place of business of the Surviving Corporation, the address of which is 5959 Las Colinas Boulevard, Irving, Texas 75039-2293. A copy of the Plan of Merger will be furnished by the Surviving Corporation without cost to any member of the Surviving Corporation or of the Merging Corporation, on request.

IN WITNESS WHEREOF, the undersigned have caused their respective duly authorized officers to execute this Certificate on this 6th day of November, 2001.

EXXONMOBIL FOUNDATION

By: E.F. Ahnert
Edward F. Ahnert /s/
President

Attest: Richard M. Cureton
Richard M. Cureton
Secretary/~~Ass't-Secretary~~

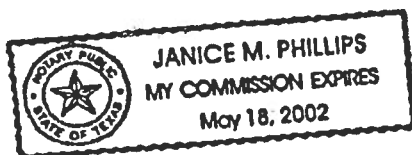
MOBIL FOUNDATION, INC.

By: E.F. Ahnert
Edward F. Ahnert /s/
President

Attest: Richard M. Cureton
Richard M. Cureton
Secretary/~~Ass't-Secretary~~

STATE OF TEXAS)
 : ss.
COUNTY OF DALLAS)

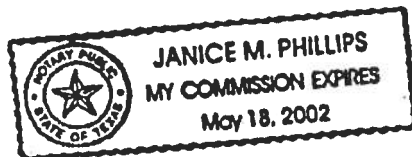
Before me, Janice M. Phillips, a Notary Public in and for the State of Texas, on this day personally appeared Edward F. Ahnert, known to me to be the person whose name is subscribed to the foregoing instrument, and known to me to be the President of Mobil Foundation, Inc., a New York not-for-profit corporation, and acknowledged to me that he executed said instrument for the purposes and consideration therein expressed, and as the authorized act of said corporation. Given under my hand and seal of office this 6th day of November, 2001.



Janice M. Phillips
Notary Public
Commission expires: 5-18-02

STATE OF TEXAS)
 : ss.
COUNTY OF DALLAS)

Before me, Janice M. Phillips, a Notary Public in and for the State of Texas, on this day personally appeared Edward F. Ahnert, known to me to be the person whose name is subscribed to the foregoing instrument, and known to me to be the President of EXXONMOBIL FOUNDATION, a New Jersey nonprofit corporation, and acknowledged to me that he executed said instrument for the purposes and consideration therein expressed, and as the authorized act of said corporation. Given under my hand and seal of office this 6th day of November, 2001.



Janice M. Phillips
Notary Public
Commission expires: 5-18-02

At a Term, Part I, of the
Supreme Court of the State
of New York, held in and
for the County of Albany, at
16 Eagle Street, in the City of
Albany, on the 30th day of
November, 2001.

Present: Hon. Joseph C. Teresi, Justice.

In the Matter of the Application of
Mobil Foundation, Inc. and
ExxonMobil Foundation for an
order approving their plan of merger
under Section 907 of the Not-for-Profit
Corporation Law into ExxonMobil
Foundation and authorizing the filing of
the Certificate of Merger under Section
906 of said law.

ORDER APPROVING MERGER
& AUTHORIZING FILING OF
CERTIFICATE OF MERGER

Index No. 6617-01

Mobil Foundation, Inc. and ExxonMobil Foundation, having duly made joint
application for an order pursuant to Section 907 of the Not-for-Profit Corporation Law
approving the plan of merger of said corporations and authorizing the filing of a certificate of
merger in accordance with Section 906 of the Not-for-Profit Corporation Law, and said
application having regularly come on to be heard,

Now, upon reading the order to show cause dated November 9, 2001, the
affidavit of Edward F. Ahnert, in his dual capacities as President of Mobil Foundation, Inc.
and President of ExxonMobil Foundation, sworn to on November 6, 2001, and the plan of
merger designated Exhibit A therein, and the certificate of merger of said corporations into
ExxonMobil Corporation under Section 906 of the Not-for-Profit Corporation Law, all in

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support of said application, and after hearing J. Keith Nolan, Esq., for the applicants in support of the application, and Timothy B. Lennon, Esq., Assistant Attorney General, who advised that the Attorney General does not oppose this application, and after due deliberation having been held thereon, and it appearing that the interests the constituent corporations and the public interest will not adversely be affected by the proposed merger;

Now, upon motion of J. Keith Nolan, Esq., attorney for the applicants, it is:

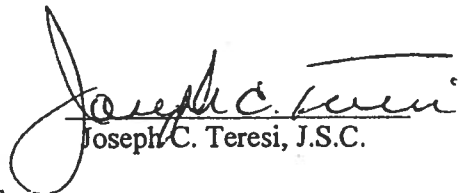
ORDERED, that the plan of merger of Mobil Foundation, Inc. with and into ExxonMobil Foundation, designated Exhibit A herein, be and the same hereby is approved, and it is further

ORDERED, that the aforesaid certificate of merger is authorized to be filed with the Department of State in accordance with Section 906 of the Not-for-Profit Corporation Law, to which certificate a certified copy of this order shall be annexed, and it is further

ORDERED, that the aforesaid certificate of merger may be amended to contain a later effective date, if the same is necessary for filing with the Department of State, and said amended certificate is authorized to be filed with said department, to which a certified copy of this order shall be annexed.

Enter,

12/5/01
at Albany


Joseph C. Teresi, J.S.C.

J. KEITH NOLAN, P.C.
ATTORNEY AT LAW
346 MAIN STREET
LAKEVILLE, CT 06039-0687
TEL. (860) 435-2567

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SAME DAY SERVICE REQUESTED

CERTIFICATE OF MERGER
OF
MOBIL FOUNDATION, INC.
AND
EXXONMOBIL FOUNDATION
INTO
EXXONMOBIL FOUNDATION

Under Section 906 of the New York
Not-For-Profit Corporation Law

dc G+

Filing receipt to be returned to:

J. Keith Nolan, P. C.
346 Main Street
P. O. Box 637
Lakeville, Connecticut 06039

J. KEITH NOLAN, P.C.
ATTORNEY AT LAW
346 MAIN STREET
LAKEVILLE, CT 06039-0687
TEL. (860) 435-2567

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 07 2001
TAX \$
BY: 246

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